

14 September 2015

### **Turners Finance Limited – Unsolicited ordinary share offer**

Motor Trade Finances Limited (MTF) advises that Turners Limited (NZX: TNR), through its subsidiary Turners Finance Limited (Turners), has notified MTF of its intention to write to MTF ordinary shareholders with an unsolicited offer to buy ordinary shares at \$1.15 per share. Turners is prepared to receive acceptances that would take its shareholding to up to 20% of the ordinary shares.

The proposed offer is expected to open on 17 September 2015 and close 30 days later on 17 October 2015.

MTF recommends that ordinary shareholders who receive an offer letter from Turners:

- read Turners' disclosure document and terms of the offer carefully and thoroughly; and
- seek independent financial and/or legal advice if they are uncertain about the offer or are contemplating selling their MTF ordinary shares.

Shareholders are under no obligation to accept any offer or to take any action in respect of the Turners' offer. Unsolicited offers are subject to the Financial Markets Conduct Regulations 2014. Under these regulations, unsolicited offers must be made within a clear and concise disclosure document that outlines certain prescribed information. Shareholders have a right to cancel any acceptance of the offer up to 10 working days after the date of their acceptance.

Turners has been an MTF shareholder originator since 2004.

Under MTF's constitution:

- a single shareholder may hold up to 10% of the voting shares in the company; and
- any shareholder wanting to hold more than 10% may only do so with the approval of both the Board and MTF shareholders at a shareholders' meeting on the matter. This means that the Board by itself cannot approve a shareholder holding more than 10% of the voting shares in the company – at least 75% shareholder approval is also required.

A transfer of shares will be approved by the Board only if the transfer results in a shareholder continuing to hold their minimum shareholding requirement after the transfer is complete. This means that a shareholder originator may only agree to sell into Turners' offer those ordinary shares that are in excess of their minimum shareholding.

Similarly, the board will only approve a transfer of shares which would result in a shareholder holding more than 10% of the voting shares in the company if shareholder approval to that holding has been obtained in accordance with MTF's constitution.

This offer does not apply to the listed MTF perpetual preference shares (NZDX: MTFHC).



**Stephen Higgs**  
Chairman  
Motor Trade Finances Limited

